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13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT OF CALIFORNIA  
15 San Francisco Division  
16

17 ELENA M. DAVID,  
18  
19 Plaintiff,  
20 v.  
21 J. STEELE ALPHIN, *ET AL.*,  
22 Defendants.  
23

Case No. 06-cv-04763 WHA

**Declaration of Richard J. Dorazil in  
Support of Motion for Transfer of Venue  
by Defendant Bank of America  
Corporation**

Hearing Date: January 4, 2007  
Time: 8:00 a.m.  
Place: Courtroom 9, 19<sup>th</sup> Floor  
Judge: Honorable William Alsup

I, Richard J. Dorazil, hereby state and declare as follows:

**I. Introduction**

1. This Declaration is submitted in support of the Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) filed by defendant Bank of America Corporation.

2. I have been a Senior Vice President in Global Human Resources at Bank of America, N.A. since 2002. My official title is Senior Vice President, Global Benefits Executive. I am responsible for benefits administration for Bank of America Corporation ("Bank of America") and its affiliates. I work in Charlotte, North Carolina, and live in the Charlotte area. My office and files are also located in Charlotte, North Carolina.

3. The facts set forth in this Declaration are based on my personal knowledge, and information and records of the regularly conducted business activities of Bank of America, the Bank of America Corporation Pension Plan, and the Bank of America Corporation 401(k) Plan.

4. If called to testify as a witness, I can testify to the matters and facts set forth in this Declaration.

**II. Bank of America Maintains Its Headquarters in North Carolina.**

5. Bank of America Corporation is incorporated under the laws of the State of Delaware and maintains its principal place of business and corporate headquarters in Charlotte, North Carolina.

6. Bank of America is the sponsor of The Bank of America Pension Plan ("Pension Plan") and The Bank of America 401(k) Plan ("401(k) Plan") (collectively, "the Plans") for certain of its employees. As of January 1, 2005, the Pension Plan and the 401(k) have approximately 206,000 and 182,000 participants, respectively, located across the nation.

**III. The Bank of America Corporate Benefits Committee and Its Advisors Are Located In North Carolina.**

7. The Bank of America Corporation Corporate Benefits Committee (“CBC”) is the “plan administrator” for the Plans. (See page 77 of the Bank of America Corporation Pension Plan and Bank of American Corporation 401(k) 2006 Summary Plan Description, a true and correct copy of which is attached at Exhibit A.)

8. The CBC has authority and control over the Plan’s investments and the selection and retention of service providers, including investment management, trusteeship, custody, and recordkeeping. The CBC normally meets in Charlotte, North Carolina on a quarterly basis, or at the request of the Chairman of the Committee. Decisions relating to asset allocation, selection of investment managers and advisors, and investment policy are made by the CBC, and, at all relevant times, no meetings of the CBC have taken place outside of Charlotte, North Carolina with two exceptions: the CBC met in Boston, Massachusetts on September 21, 2004, and on June 21, 2005.

9. The CBC consists of Bank of America employees. There are six current members of the CBC. All of them live and work in the Charlotte area. There are eleven former CBC members who served from 2000 to 2005. Most of them live in the Charlotte area. None of them live in California.

10. David Andreasen, a Senior Vice President in the Corporate Treasury Department, and I assist the Corporate Benefits Committee. We typically meet with individual CBC members prior to Committee meetings, and often attend CBC meetings as well. Both of us work in Charlotte and reside in the Charlotte area.

11. Callan Associates, Inc. also advises the CBC on investment management issues. Bank of America’s primary contact at the firm is Paul Erlendson, who works and resides in the Denver, Colorado area. Mr. Erlendson attends meetings of the CBC on occasion in Charlotte, North Carolina.

**IV. Documentary Evidence Relating to the Fiduciary Claims Is Located in North Carolina.**

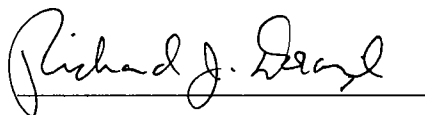
12. Documents maintained by Bank of America relating to the Plans, as well as minutes of meetings of the CBC are located in Charlotte, North Carolina, or in off-site storage facilities accessible through records located at or accessible from Bank of America headquarters in Charlotte.

**V. Plan Service Providers Are Principally Located Outside of the Northern District of California.**

13. Key service providers to the Plans are located outside of the Northern District of California, including affiliated trustee services (Houston, Texas), third-party recordkeeping (Boston, Massachusetts), and Form 5500 preparation (Charlotte, North Carolina). Moreover, the Bank of America-affiliated mutual funds at issue in this case are managed in Boston, Massachusetts or Denver, Colorado.

14. I declare under penalty of perjury, and pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 30th day of November, 2006, at Charlotte, North Carolina.



Richard J. Dorazil